

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

NOV 20 2003

OFFICE OF
MANAGING DIRECTOR

Mr. Peter Shields
Wiley, Rein & Fielding, LLP
1776 K Street, NW
Washington, D.C. 20006

Re: Request for waiver of Application Fees
Control No. 00000RROG-03-105

Dear Mr. Shields:


This letter responds to your request dated September 17, 2003 for waivers under section 1.1117(a) of the filing fees associated with various assignment authorization applications filed on behalf of Nucentrix Broadband Networks, Inc. (NBN) and its wholly owned subsidiary, Nucentrix Spectrum Resources, Inc. (NSR) (jointly, Nucentrix). You also request waiver of 47 C.F.R. 1.1117(e), which requires that fee waiver requests be accompanied by the fees sought to be waived pending the disposition of the waiver request. In your petition, you state that in separate but related filings with the Commission, Nucentrix is seeking Commission consent to an involuntary assignment of its FCC licenses, from the relevant licensee to that licensee as Debtor-in-Possession. You explain that Nucentrix is filing the assignment authorization applications to facilitate its reorganization under Chapter 11 of the Bankruptcy Code. You provide evidence that on September 5, 2003, NBN and NSR filed for protection under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas, including copies of both bankruptcy petitions and Notices of Bankruptcy Case Filing from the Court.

Pursuant to section 1.1117 of the Commission's Rules, 47 C.F.R. § 1.1117, the Commission will grant waivers of its filing fees upon a showing of good cause and a finding that the public interest will be served thereby. Financial hardship, as evidenced by bankruptcy or receivership, is sufficient to establish good cause. *See MobileMedia Corporation*, 14 FCC Rcd 8017, 8027 (1999) (bankruptcy establishes good cause for waiver of filing fee).

In your instant request, you establish that Nucentrix has commenced Chapter 11 bankruptcy proceedings. We find that Nucentrix's filing of bankruptcy petitions provides good cause for waiver. We therefore grant your request for relief with respect to the fees associated with the applications for involuntary assignment of Nucentrix's FCC licenses. We will waive the filing fees in the total amount of \$37,080.00. Further, we also grant waiver of the requirement that the filing fees accompany the request for waiver pending that request, also for good cause established by the bankruptcy petitions.

If you have any questions concerning this letter, please contact the Revenue and Receivables Operations Group at (202) 418-1995.

Sincerely,


for Mark A. Reger
Chief Financial Officer

00000R06-03-105



Wiley Rein & Fielding LLP

ORIGINAL

1776 K STREET NW
WASHINGTON, DC 20006
PHONE 202 719 7000
FAX 202 719 7049

Virginia Office
7925 JONES BRANCH DRIVE
SUITE 6200
McLEAN, VA 22102
PHONE 703 905 2800
FAX 703 905 2820

www.wrf.com

RECEIVED - FCC

September 17, 2003

SEP 17 2003

Peter D. Shields
202.719.3249
pshields@wrf.com

Federal Communication Commission
Bureau / Office

VIA HAND DELIVERY

Managing Director
Federal Communications Commission
Wireless Bureau Applications
445 12th Street, S.W.
Room 1A625
Washington, D.C. 20554

Federal Communications Commission
Wireless Bureau Applications
P.O. Box 358994
Pittsburgh, PA 15251-5994

Re: Request for Waiver of Fees

Dear Managing Director:

In this transaction Nucentrix Broadband Networks, Inc. (debtor-in-possession) ("NBN") and its wholly-owned subsidiary, Nucentrix Spectrum Resources, Inc. (debtor-in-possession) ("Nucentrix") request waivers under Section 1.1117(a)¹ of the Commission's rules of the filing fees associated with its various assignment authorization applications.²

In separate but related filings Nucentrix is seeking FCC consent to an involuntary assignment of its FCC licenses, from the relevant licensee to that licensee as Debtor-in-Possession. Nucentrix requests a waiver of the filing fees for these assignment applications under Section 1.1117 of the Commission's Rules. Nucentrix is filing the assignment authorization application to facilitate its reorganization under Chapter 11 of the Bankruptcy Code. On September 4, 2003, NBNI and Nucentrix filed for reorganization under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas, Case No. 03-39123-HDH-11. The FCC considers the filing for the petition for

¹ 47 C.F.R. Sec. 1.1117(a) Nucentrix also requests waiver of 47 C.F.R. Sec. 1.1117(e), which requires that fee waiver requests be accompanied by the fees sought to be waived payable pending disposition of the waiver request

² Nucentrix is requesting assignment of MDS, CARS, WCS, microwave and land mobile licenses.

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Wiley Rein & Fielding LLP

Managing Director
Federal Communications Commission
September 17, 2003
Page 2

bankruptcy, where the filing company remains as Debtor-in-Possession, to be an involuntary assignment entitled to pro forma treatment.³

NBN and Nucentrix request a waiver of the filing fees under Section 1.1117 of the Commission's rules due to financial hardship. The bankrupt status of NBN and Nucentrix provides good cause for the waiver of these filing fees.⁴ Additionally, a waiver of the filing fees will serve the public interest by enabling NBN and Nucentrix to preserve assets that will accrue to the benefit of innocent creditors.⁵

The public interest would not be served by requiring licensees in bankruptcy proceedings to place assets under FCC control, potentially making the assets unavailable when debts are settled with innocent creditors. The FCC has previously recognized that enabling bankrupt licensees to conserve assets to accrue to the benefit of innocent creditors is in the public interest.⁶ The FCC should uphold this precedent, which supports the Bankruptcy Code's requirement that debtors conserve assets during such proceedings.

³ Stephen F. Sewell, Assignments and Transfers of Control of FCC Authorizations under 310(d) of the Communications Act of 1934, 43 Fed. Comm. L.J. 277, 373 (1991).

⁴ Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995)(hereinafter *Implementation Order*)(determining that bankruptcy provides good cause for a fee waiver as a general standard). See also MobileMedia Corp., 14 FCC Rcd 8017 (1999)(applying the *Implementation Order* determination to approve waiver of application filing fees).

⁵ See MobileMedia at 8027.

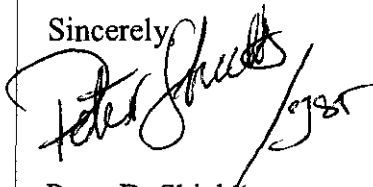
⁶ See *supra* note 1.

Wiley Rein & Fielding LLP

Managing Director
Federal Communications Commission
September 17, 2003
Page 3

If you have any questions regarding these requests please contact the undersigned counsel.

Sincerely,

A handwritten signature in black ink, appearing to read "Peter Shields", with a large, stylized flourish extending from the bottom right.

Peter D. Shields
Counsel for Nucentrix Broadband Networks, Inc. and its wholly-owned subsidiary,
Nucentrix Spectrum Resources, Inc.

Marjorie Bertman

From: Turner, Joshua [jturner@wrf.com]
Sent: Tuesday, October 28, 2003 3:39 PM
To: Marjorie Bertman
Cc: Shields, Peter
Subject: Nucentrix Bankruptcy Information

Ms. Bertman,

You have requested the total amount of fees that Nucentrix Spectrum Resources, Inc. ("Nucentrix") is requesting a waiver of as a result of its bankruptcy petition (Nucentrix's status changed to "debtor-in-possession" as a result of this petition. The application to assign licenses to the debtor-in-possession entity remains pending at the FCC).

The fees that Nucentrix is requesting a waiver of fall into two categories. The first is fees relating to the assignment application from Nucentrix to its debtor-in-possession entity. The total amount of fees for this transaction is \$37,080. Additionally, Nucentrix requests a waiver of any other fees that the Commission may determine are owed by Nucentrix as a result of this transaction.

The second category covers annual regulatory fees for 2003. In accordance with FCC guidelines and industry practices, Nucentrix calculates that the total amount of money it owes for 2003 regulatory fees is \$46,740. Nucentrix also requests a waiver of any other fees that the Commission may determine are owed by Nucentrix as part of the 2003 annual regulatory fee process.

You have also requested copies of Nucentrix's bankruptcy filing(s). I am including scanned copies of the bankruptcy petitions for Nucentrix Broadband Networks (the parent entity) and Nucentrix Spectrum Resources (the licensee subsidiary).

If you have any questions, or need anything further, please do not hesitate to contact the undersigned.

Sincerely,

Joshua S. Turner
Wiley Rein & Fielding LLP
1776 K St., NW
Washington, DC 20006
jturner@wrf.com
(202) 719-4807 (v)
(202) 719-7049 (f)

10/29/2003

**United States Bankruptcy Court
Northern District of Texas**

U.S. Bankruptcy Court - Northern District of Texas - NoticeOfFiling

Page 1 of 2

**United States Bankruptcy Court
Northern District of Texas**

Notice of Bankruptcy Case Filing

A bankruptcy case concerning the debtor (s) listed below was filed under Chapter 11 of the United States Bankruptcy Code, entered on 09/05/2003 at 04:23 AM and filed on 09/05/2003.

Nucentrix Broadband Networks, Inc.
4120 International Parkway
Suite 2000
Carrollton, TX 75007
(972) 423-9494
Tax id: 73-1435149



The case was filed by the debtor's attorney:

John E. Mitchell
Vinson and Elkins, LLP
2001 Ross Ave. No. 3700
Dallas, TX 75201
214-220-7700

The case was assigned case number 03-39123.

The filing of a bankruptcy case automatically stays certain actions against the debtor and the debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

If you would like to view the bankruptcy petition and other documents filed by the debtor, they are available at our *Internet* home page www.txnb.uscourts.gov or at the Clerk's Office, 1100 Commerce Street, Room 1254, Dallas, TX 75242.

You may be a creditor of the debtor. If so, you will receive an additional notice from the court setting forth important deadlines.

Tawana C.

United States Bankruptcy Court Northern District of Texas		Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): NUCENTRIX BROADBAND NETWORKS, INC. All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Heartland Wireless Communications, Inc.			
Soc. Sec./Tax I.D. No. (if more than one, state all): 73-1435149		Street Address of Debtor (No & Street, City, State & Zip Code): 4120 International Parkway Suite 2000 Carrollton, TX 75007	
County of Residence or of the Principal Place of Business: Carrollton, TX		Mailing Address of Debtor (if different from street address): 4120 International Parkway Suite 2000 Carrollton, TX 75007	
Location of Principal Assets of Business Debtor (if different from street address above): Carrollton, TX 75007		Information Regarding the Debtor (Check the Applicable Boxes)	
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other		Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)	
Nature of Debtor (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		Chapter of Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form No. 3.		Estimated Number of Creditors <input type="checkbox"/> 1-15 <input type="checkbox"/> 16-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1000-over	
Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		Estimated Assets - Excludes intercompany receivables <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500,000,001 to \$1 million <input type="checkbox"/> More than \$1 million	
Estimated Debts <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500,000,001 to \$1 million <input type="checkbox"/> More than \$1 million		THIS SPACE IS FOR COURT USE ONLY	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): NUCENTRIX BROADBAND NETWORKS, INC.	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed: Delaware (Heartland Wireless Communications, Inc)	Case Number: 98-2692-PJW-11	Date Filed: 12/14/98	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	

Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/> Signature of Debtor</p> <p><input checked="" type="checkbox"/> Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney)</p> <p>Date</p>	<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> <p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p><input checked="" type="checkbox"/> Signature of Attorney for Debtor(s) Date</p> <p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No</p> <p style="text-align: center;">Signature of Non-Attorney Petition Preparer</p> <p>I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p> <p>Printed Name of Bankruptcy Petition Preparer</p> <p>Social Security Number</p> <p>Address</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><input checked="" type="checkbox"/> Signature of Bankruptcy Petition Preparer</p> <p>Date</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both: 11 U.S.C. § 110; 18 U.S.C. § 156.</p>
<p style="text-align: center;">Signature of Attorney</p> <p><input checked="" type="checkbox"/> <u>/s/ Josiah M. Daniel, III</u> Signature of Attorney for Debtor(s) <u>Josiah M. Daniel, III 05358500</u> Printed Name of Attorney for Debtor(s) <u>Vinson & Elkins L.L.P.</u> <u>2001 Ross Ave.</u> <u>3700 Trammell Crow Center</u> <u>Dallas, TX 75201-2975</u> <u>(214) 220-7700 Fax: (214) 220-7716</u> Firm Name/Address/Telephone Number</p> <p>September 4, 2003 Date</p>	<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/> <u>/s/ Carroll D. McHenry</u> Signature of Authorized Individual <u>Carroll D. McHenry</u> Printed Name of Authorized Individual <u>Chairman and CEO</u> Title of Authorized Individual September 4, 2003 Date</p>

**United States Bankruptcy Court
Northern District of Texas**

In re NUCENTRIX BROADBAND NETWORKS, INC.

Debtor

Case No. _____

Chapter 11

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-23684.

2. The following financial data is the latest available information and refers to debtor's condition on 7/31/03.

a. Total assets	\$	<u>4,538,195.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$	<u>13,141,940.00</u>	
c. Debt securities held by more than 500 holders.			Approximate number of holders
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock		<u>0</u>	<u>0</u>
e. Number of shares of common stock		<u>10,404,443</u>	<u>17</u>

Comments, if any:

Debtor has also issued 1,099,635 Warrant A securities, currently held by 876 holders.

3. Brief description of debtor's business:

The Debtor and subsidiaries provide broadband wireless Internet and wireless subscription television services in medium and small markets across Texas, Oklahoma and the Midwestern United States.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

See Attachment

In re NUCENTRIX BROADBAND NETWORKS, INC.

Debtor(s)

Case No. _____

Exhibit "A" to Voluntary Petition
Attachment A

Response to No. 4:

<u>Name</u>	<u>% of Voting Securities</u>
Quaker Capital Management Corp. and Affiliates	23.4
CFSC Wayland Advisers, Inc. and Affiliates	19.2
Stephen Feinberg and Affiliates	12.9
Terrence D. Daniels and Affiliates	11.7
James B. Rubin and Affiliates	9.4
Lloyd I. Miller and Affiliates	5.4
Georgia Advisors LLC and Affiliates	4.5

OFFICER'S CERTIFICATE

I, J Curtis Henderson, certify that (i) I am the duly elected and qualified Sr. Vice President, General Counsel and Secretary of Nucentrix Broadband Resources, Inc., a Delaware corporation (the "Company"), (ii) as such, I am authorized to execute and deliver this Certificate on behalf of the Company, (iii) attached hereto as Exhibit A is a true, correct and complete copy of resolutions duly adopted by the Board of Directors of the Company at a telephonic meeting held on September 4, 2003, and (iv) said resolutions have not been rescinded or modified and remain in full force and effect

IN WITNESS WHEREOF, this certificate has been executed as of September 4, 2003.

/s/ J. Curtis Henderson

J. Curtis Henderson

Sr. Vice President, General Counsel and Secretary

EXHIBIT A

The Board of Directors (the "**Board**") of Nucentrix Broadband Networks, Inc., a Delaware corporation (the "**Company**"), adopted the following resolutions at a telephonic meeting held on September 4, 2003:

I. REORGANIZATION PURSUANT TO CHAPTER 11, TITLE 11 OF THE UNITED STATES CODE

WHEREAS, it has been proposed that the Company file a voluntary petition for relief pursuant to Chapter 11, Title 11 of the United States Code (the "**Bankruptcy Code**");

WHEREAS, the Board of Directors (the "**Board**"), having consulted with the Company's legal counsel, financial advisors and management and having otherwise reviewed and considered the Company's financial position, including, without limitation, the liquidity restrictions facing the Company, has determined that negotiations with the Company's creditors outside of a bankruptcy proceeding will not be productive, and

WHEREAS, the Board, after thorough review and consideration, deems it appropriate, advisable, and in the best interests of the Company and its stockholders to file with a federal bankruptcy court a voluntary petition for relief pursuant to Chapter 11 of the Bankruptcy Code as set forth below.

RESOLVED, that the Company file with the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "**Bankruptcy Court**") a voluntary petition for relief pursuant to Chapter 11 of the Bankruptcy Code as set forth in these resolutions,

RESOLVED, that the Chief Executive Officer be, and hereby is, authorized, empowered and directed to execute, deliver and file or cause to be filed with the Bankruptcy Court, on behalf of the Company, a voluntary petition of the Company pursuant to Chapter 11 of the Bankruptcy Code (the "**Petition**") in such form or forms as the Chief Executive Officer may approve;

RESOLVED, that, upon the filing of a Petition, the Chief Executive Officer or any Vice-President of the Company (each an "**Officer**," and collectively, the "**Officers**") be, and each hereby is, authorized and empowered to execute and deliver and file or cause to be filed with the Bankruptcy Court, on behalf of the Company, all papers and pleadings necessary or convenient to effectuate the Company's Chapter 11 bankruptcy filing and any and all other documents, each in such form or forms as such Officer may approve;

RESOLVED, that the Company, as debtor and debtor in possession under Chapter 11 of the Bankruptcy Code, operate its business and incur post-petition indebtedness in the ordinary course of such business on such terms as may be approved by any Officer from time to time as such Officer may determine to be necessary or appropriate;

RESOLVED, that the engagement of the law firm of Vinson & Elkins L.L.P. to act as counsel in the representation of the Company as debtor and debtor in possession, prior to and in

any case commenced by the Company under the Bankruptcy Code and in all matters arising in connection therewith, is hereby ratified and approved and each Officer be, and hereby is, authorized and empowered to retain such other officers, attorneys, financial advisors, and accountants as such Officer shall deem necessary or appropriate;

RESOLVED, that the engagement of the investment bank Houlihan Lokey Howard & Zukin Capital, Inc. to act as a financial advisor to the Company, prior to and in any case commenced by the Company under the Bankruptcy Code and in all matters arising in connection therewith, is hereby ratified and approved and each Officer be, and hereby is, authorized and empowered to retain such other officers, attorneys, financial advisors, and accountants as such Officer shall deem necessary or appropriate;

RESOLVED, that each Officer be, and hereby is, authorized and empowered to execute and deliver and file or cause to be filed with the Bankruptcy Court, on behalf of the Company, all papers and pleadings necessary or convenient to effect, cause or promote the Company's reorganization under Chapter 11 of the Bankruptcy Code and any and all other documents, including affidavits, or oral testimony necessary or appropriate in connection therewith, each in such form or forms as such Officer may approve, save and except a Plan of Reorganization (the "Plan") providing for the restructuring, reorganization or liquidation of the Company, and a Disclosure Statement, together with any amendments or modifications thereto, or any restatements thereof (the "Disclosure Statement"), both the Disclosure Statement and the Plan requiring prior approval of this Board prior to filing with the Bankruptcy Court;

RESOLVED, that each Officer be, and hereby is, authorized and empowered to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as such Officer shall deem appropriate in his judgment to fully carry out the intent and accomplish the purposes of the foregoing resolutions;

RESOLVED, that each Officer be, and hereby is, authorized, on behalf of the Company, to certify and attest to any documents which he may deem necessary or appropriate to consummate the transactions contemplated by the foregoing resolutions; provided, that such attestation shall not be required for the validity of any such documents;

RESOLVED, that all actions heretofore taken by any Officer, in the name of and on behalf of the Company, in connection with any of the above matters are hereby in all respects ratified, confirmed, and approved; and

RESOLVED, that in the event that the Chief Executive Officer does not file such Chapter 11 proceedings authorized by these resolutions on or before September 5, 2003, then and in such event the authority granted by these resolutions shall terminate.

IV. GENERAL AUTHORIZATION

RESOLVED, that the Officers be, and each of them hereby is, authorized to execute, deliver and perform such agreements, instruments and documents and take such other action, in